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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)



December 30, 2005

RECORDATION NO. 26092-A FILED

DEC 30 '05 12-47 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of December 30, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Bill of Sale being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Seller: Transport Capital Rail Partners, LLC  
2525 Stemmons Freeway  
Dallas, Texas 75207

[Buyer: Rio Grande Chemical, Ltd.  
901 Lindberg  
McAllen, Texas 78501

Mr. Vernon A. Williams  
December 30, 2005  
Page 4

A description of the railroad equipment covered by the enclosed document  
is:

110 railcars: WRRRC 680501 - WRRRC 680610.

A short summary of the document to appear in the index is:

Bill of Sale.

Also enclosed is a check in the amount of \$33.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

26092-A

Exhibit A

DEC 30 '05

12:47 PM

## BILL OF SALE

SURFACE TRANSPORTATION BOARD

IN CONSIDERATION of the receipt and the sum of One Dollar (\$1.00), in hand paid, and for other good and valuable consideration, **TRANSPORT CAPITAL RAIL PARTNERS, LLC**, a Delaware corporation with an address at 2525 Stemmons Freeway, Dallas, TX 75207 ("Seller"), does hereby sell, assign, transfer and convey absolutely to **RIO GRANDE CHEMICAL, LTD.**, a Texas limited partnership with an address at 901 Lindberg, McAllen, TX 78501 ("Buyer"), all right, title, and interest in and to the railway rolling stock more specifically described on Schedule 1 attached hereto and made a part hereto (the "Railcars"), and all appurtenant rights relating thereto. Seller is the lawful owner of the Railcars and title to the Railcars is transferred to Buyer free and clear of all liens, claims, demands, encumbrances, privileges, pledges or other charges of any nature and kind whatsoever.

EXCEPT AS OTHERWISE EXPRESSLY PROVIDED IN THIS BILL OF SALE AND THAT CERTAIN PURCHASE AND SALE AGREEMENT BY AND BETWEEN BUYER AND SELLER DATED AS OF DECEMBER 30, 2005, BUYER AGREES THAT THE RAILCARS ARE CONVEYED BY SELLER AND ACCEPTED BY BUYER "AS-IS," WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE AND SELLER HEREBY EXPRESSLY DISCLAIMS ALL OTHER WARRANTIES, EXPRESS, STATUTORY OR IMPLIED, INCLUDING WITHOUT LIMITATION THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL SELLER HAVE ANY LIABILITY TO BUYER FOR SPECIAL, INDIRECT, OR CONSEQUENTIAL DAMAGES IN CONNECTION WITH A BREACH OF THIS BILL OF SALE.

Dated this 30<sup>th</sup> day of December 2005.

TRANSPORT CAPITAL RAIL PARTNERS, LLC

By: Trinity Industries Railcar Corporation, its Manager

By:

John M. Lee

Vice President, Trinity Industries Railcar Corporation

STATE OF TEXAS

§

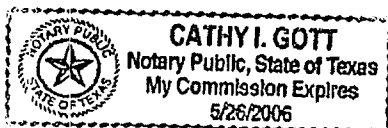
SS:

COUNTY OF DALLAS

§

§

On this 30<sup>th</sup> day of December 2005, before me personally appeared John M. Lee, to me personally known, who being by me duly sworn, says that he is Vice President of Transport Capital Rail Partners, LLC, and that the foregoing Bill of Sale was signed on behalf of said company by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Bill of Sale was the free act and deed of said company.



Cathy I. Gott  
Notary Public

My commission expires: 5-26-2006

## Schedule 1


<u>Car Mark</u>	<u>Car Number</u>	<u>Car Mark</u>	<u>Car Number</u>	<u>Car Mark</u>	<u>Car Number</u>
WRRC	680571	WRRC	680501	WRRC	680541
WRRC	680572	WRRC	680502	WRRC	680542
WRRC	680573	WRRC	680503	WRRC	680543
WRRC	680574	WRRC	680504	WRRC	680544
WRRC	680575	WRRC	680505	WRRC	680545
WRRC	680576	WRRC	680506	WRRC	680546
WRRC	680577	WRRC	680507	WRRC	680547
WRRC	680578	WRRC	680508	WRRC	680548
WRRC	680579	WRRC	680509	WRRC	680549
WRRC	680580	WRRC	680510	WRRC	680550
WRRC	680581	WRRC	680511	WRRC	680551
WRRC	680582	WRRC	680512	WRRC	680552
WRRC	680583	WRRC	680513	WRRC	680553
WRRC	680584	WRRC	680514	WRRC	680554
WRRC	680585	WRRC	680515	WRRC	680555
WRRC	680586	WRRC	680516	WRRC	680556
WRRC	680587	WRRC	680517	WRRC	680557
WRRC	680588	WRRC	680518	WRRC	680558
WRRC	680589	WRRC	680519	WRRC	680559
WRRC	680590	WRRC	680520	WRRC	680560
WRRC	680591	WRRC	680521	WRRC	680561
WRRC	680592	WRRC	680522	WRRC	680562
WRRC	680593	WRRC	680523	WRRC	680563
WRRC	680594	WRRC	680524	WRRC	680564
WRRC	680595	WRRC	680525	WRRC	680565
WRRC	680596	WRRC	680526	WRRC	680566
WRRC	680597	WRRC	680527	WRRC	680567
WRRC	680598	WRRC	680528	WRRC	680568
WRRC	680599	WRRC	680529	WRRC	680569
WRRC	680600	WRRC	680530	WRRC	680570
WRRC	680601	WRRC	680531		
WRRC	680602	WRRC	680532		
WRRC	680603	WRRC	680533		
WRRC	680604	WRRC	680534		
WRRC	680605	WRRC	680535		
WRRC	680606	WRRC	680536		
WRRC	680607	WRRC	680537		
WRRC	680608	WRRC	680538		
WRRC	680609	WRRC	680539		
WRRC	680610	WRRC	680540		

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

12/30/05



\_\_\_\_\_  
Robert W. Alvord